

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al., ²) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors.) Objection Deadline: <u>10/28</u> , 2008,
	at 4:00 p.m. (prevailing eastern time)

**FEE DETAIL FOR LATHAM & WATKINS LLP'S MONTHLY
SPECIAL TAX COUNSEL FEE APPLICATION
FOR THE PERIOD JUNE 1, 2008 THROUGH JUNE 30, 2008**

² The debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester new Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Koontenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

555 Eleventh Street, N.W., Suite 1000
 Washington, D.C. 20004-1304
 Tel: +1.202.637.2200 Fax: +1.202.637.2201
 www.lw.com

LATHAM & WATKINS LLP

INVOICE

June 30, 2008

W.R. GRACE & CO.
 5400 BROKEN SOUND BLVD. NW
 BOCA RATON, FL 33487

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
 One Penn's Way
 New Castle, DE 19720
 ABA: 0311-00209
 SWIFT: CITIUS33
 Account Name: **Latham & Watkins LLP**
 Account Number: **3911-7003**

CHECKS:

Latham & Watkins LLP
 P.O. Box 7247-8202
 Philadelphia, PA
 19170-8202

Please identify your check or wire transfer with the following numbers:

Invoice No. 80309554

File No. 042362-0000

For questions call:
 Sharon Lewis at (202) 350-5068

For professional services rendered through June 30, 2008

re: **FEDERAL TAX GENERAL PLANNING**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
06/02/08	ECA	.80	CONFERENCE WITH N. DENOVIQ REGARDING QUARTERLY FEE APPLICATIONS; REVIEW FILE; CORRESPOND WITH L. OBERHOLZER REGARDING SAME.
06/03/08	ECA	1.80	REVIEW DOCUMENTS AND PREPARE QUARTERLY FEE APPLICATION FOR THE JANUARY - MARCH 2008 FEE PERIOD; CORRESPOND WITH N. DENOVIQ REGARDING SAME.
06/05/08	ECA	1.40	REVIEW INVOICE; PREPARE APRIL 2008 MONTHLY FEE APPLICATION; FORWARD SAME TO N. DENOVIQ FOR REVIEW.
06/06/08	NJD	1.80	TELEPHONE CONFERENCES WITH ALAN GIBBONS REGARDING SECTION 338 ISSUES; MAKING OF SECTION 338 ELECTIONS FOR SWISS TARGET WHERE CREEPING ACQUISITION MADE OVER ONE YEAR TERM; REVIEW AUTHORITIES UNDER SECTION 338 REGULATIONS REGARDING IMPACT OF CFC STATUS THROUGH OPTION ATTRIBUTION; EMAILS AND FOLLOW-UP CORRESPONDENCE WITH ALAN GIBBONS
06/11/08	NJD	1.20	FOLLOW UP ON ISSUES RAISED BY ALAN GIBBONS WITH RESPECT TO SECTION 338

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
 FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 80309554

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
06/16/08	ECA	.30	ELECTIONS AND POTENTIAL SUBPART F CHARACTERIZATION FORWARD RETENTION PLEADINGS TO N. DENOVIO; CORRESPOND WITH L. OBERHOLZER REGARDING STATUS.
06/23/08	NJD	.70	TELEPHONE CONFERENCES WITH ALAN GIBBONS REGARDING SECTION 338 ISSUES IN CONTEXT OF OPTION ATTRIBUTION UNDER SECTION 318 AND POTENTIAL CFC STATUS FOR SWISS TARGET
06/24/08	NJD	.80	CONFERENCE CALL WITH ALAN GIBBONS REGARDING SECTION 338; SECTION 957; ECONOMIC COMPULSION DOCTRINE; REVIEW AUTHORITIES WITH RESPECT TO SAME
06/25/08	NJD	.30	REVIEW SECTION 338 ISSUES RAISED BY ALAN GIBBONS
06/27/08	NJD	.40	CONTINUE REVIEW OF ISSUE RAISED BY ALAN GIBBONS; POTENTIAL IMPACT OF SUBPART F DUE TO CREEPING ACQUISITION

Attorney Hours:

N J DENOVIO	(PARTNER)	5.20 hrs @	\$895.00 /hr.	\$4,654.00
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Paralegal Hours:

E C ARNOLD	(PARALEGAL)	4.30 hrs @	\$255.00 /hr.	\$1,096.50
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Total Services	9.5 hrs	\$5,750.50
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Total current charges	<u>\$5,750.50</u>
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BALANCE DUE	<u>\$5,750.50</u>
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